

GRAHAM DAVID B
Form 5
February 14, 2003

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB Number: 3235-0362
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See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Filed By
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Form 3 Holdings Reported

Form 4 Transactions Reported

| 1. Name and Address of Reporting Person* GRAHAM DAVID B (Last) (First) (Middle) P O BOX 391 (Street) WASHINGTON, IN 47501 (City) (State) (Zip) | | 2. Issuer Name and Ticker or Trading Symbol GERMAN AMERICAN BANCORP GABC | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|------------------------------------------------------------------------------------|--------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 315-24-0145 | | 4. Statement for Month/Year 12/2002 | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | | | | |
| Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | |
| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) Amount (A) or (D) Price | | | 5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
| COMMON STOCK | 6/3/02 | | A | 438 | A | \$16.45 | 86155 ⁽¹⁾ | D | |
| COMMON STOCK | | | | | | | 19598 ⁽¹⁾ | I | BY SPOUSE |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 5 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative | 3. Transaction Date | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially | 10. Ownership Form of Deriv- | 11. of B O (I) |
|--------------------------------------------|-----------------------------------------------|---------------------|-----------------------------------|---------------------|---------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|--------------------------------------------|-------------------------------------------------|------------------------------|----------------|
|--------------------------------------------|-----------------------------------------------|---------------------|-----------------------------------|---------------------|---------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|--------------------------------------------|-------------------------------------------------|------------------------------|----------------|

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| | Security | (Month/ Day/ Year) | (Month/ Day/ Year) | (Instr. 8) | (A) or Disposed of (D) | | Date Exer-cisable | Expira- tion Date | Title | Amount or Number of Shares | Owned at End of Year (Instr. 4) | ative Security: Direct (D) or Indirect (I) (Instr. 4) |
|----------------------------------------------------------------------|----------------|--------------------------|--------------------------|---------------|------------------------------|---------|----------------------|-------------------------|-------------------------|----------------------------------------|------------------------------------------|----------------------------------------------------------------------------|
| | | | | | (Instr. 3, 4 & 5) | (A) (D) | | | | | | |
| NON-EMPLOYEE DIRECTOR STOCK OPTION (RIGHT TO BUY) | \$16.45 | 6/3/02 | | A | 1000⁽²⁾ | | 6/3/02 | 6/3/07 | COMMON STOCK | 1000 | 1050⁽³⁾ | D |

Explanation of Responses:

(1) Reflects additional shares acquired pursuant to a five percent stock dividend to shareholders of record November 30, 2002 and payable on December 15, 2002 .

(2) Options granted under the German American Bancorp 1999 Long-Term Equity Incentive Plan

(3) Reflects additional shares acquired pursuant to a five percent stock dividend to shareholders of record November 30, 2002 and payable on December 15, 2002. The exercise price is adjusted also in connection with the five percent stock dividend to a price of \$15.67.

By: /s/ **DAVID B GRAHAM**

1/28/03

Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space is insufficient, See Instruction 6 for procedure.

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